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January 26, 2018

VIA ECF & EMAIL

The Honorable Jesse M. Furman
Thurgood Marshall U.S. Courthouse
40 Foley Square, Room 430
New York, New York 10007

Re: *BlackRock Balanced Capital Portfolio (FI), et al. v.*
Deutsche Bank Nat'l Tr. Co., et al., No. 14-cv-09367 (S.D.N.Y.)

Dear Judge Furman:

In accordance with Your Honor's Individual Rules and Practices in Civil Cases § 7(C), we write on behalf of Plaintiffs to respectfully request the Court's permission to file under seal the highlighted portions of the enclosed Plaintiffs' Memorandum of Law in Support of Motion for Class Certification and Appointment of Class Representatives and Class Counsel ("Plaintiffs' Memorandum") and Exhibits 12-31 of the Declaration of Timothy A. DeLange ("DeLange Declaration").

The highlighted portions of Plaintiffs' Memorandum and the DeLange Declaration contain Defendants Deutsche Bank National Trust Company's and Deutsche Bank Trust Company Americas' (together, "Deutsche Bank") confidential business information, including excerpts of or references to testimony provided by Deutsche Bank employees regarding, among other things, Deutsche Bank's policies and procedures related to RMBS trust administration and its administration of the at-issue Trusts. Deutsche Bank has designated this information as "Confidential" and "Highly Confidential" under the parties' Amended Stipulation and Agreed Protective Order (the "Protective Order") entered in this case on October 5, 2015 (ECF No. 105). Paragraph 29 of the Protective Order requires Plaintiffs to seek leave of the Court to file these documents under seal.

While Plaintiffs are mindful of the presumption in favor of public access to judicial documents, *Lugosch v. Pyramid Co.*, 435 F.3d 110, 119-20 (2d Cir. 2006), countervailing factors sufficient to rebut the presumption include "confidential business information." *Mark v. Gawker Media LLC*, 2015 WL 7288641, at *2 (S.D.N.Y. Nov. 16, 2015) (granting parties' request to redact confidential business information filed in connection with a class certification motion); *see also Standard Inv. Chartered, Inc. v. Fin. Indus. Reg. Auth.*, 347 Fed. Appx. 615, 617 (2d Cir. 2009) (upholding district court's finding that the defendant's "interest in protecting confidential business information outweighs the qualified First Amendment presumption of public access.") (citation



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omitted). The discovery materials marked as “Confidential” and “Highly Confidential” by Deutsche Bank include its confidential business information.

Accordingly, Plaintiffs respectfully request the Court’s permission to file under seal the highlighted portions of Plaintiffs’ Memorandum and the DeLange Declaration. In accordance with Your Honor’s Individual Rules and Practices in Civil Cases, Plaintiffs will file a redacted version of their submissions on the public docket.

Respectfully submitted,

/s/ Timothy A. DeLange

Timothy A. DeLange

Cc: All counsel of record (via email)